

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF CALIFORNIA

Case number (if known)

Chapter 11

Check if this an amended filing

## Official Form 201

# Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

|  |   |   |  |
|--|---|---|--|
| 1. Debtor's name   | <u>Galileo Learning LLC</u>   |   |  |
| 2. All other names debtor used in the last 8 years       | Include any assumed names, trade names and <i>doing business as</i> names   |   |  |
| 3. Debtor's federal Employer Identification Number (EIN) | <u>71-0869453</u>   |   |  |
| 4. Debtor's address                                      | Principal place of business<br><br><u>1021 3rd Street<br/>Oakland, CA 94607-2507</u><br>Number, Street, City, State & ZIP Code  | Mailing address, if different from principal place of business<br><br><u>P.O. Box, Number, Street, City, State &amp; ZIP Code</u>                                       |  |
|  | <u>Alameda</u><br>County  | Location of principal assets, if different from principal place of business<br><br><u>2350 Davis Street Hayward, CA 94545</u><br>Number, Street, City, State & ZIP Code |  |
| 5. Debtor's website (URL)                                | <u><a href="https://galileo-camps.com/">https://galileo-camps.com/</a></u>  |   |  |
| 6. Type of debtor  | <input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))<br><input type="checkbox"/> Partnership (excluding LLP)<br><input type="checkbox"/> Other. Specify: _____ |   |  |

**7. Describe debtor's business**

## A. Check one:

Health Care Business (as defined in 11 U.S.C. § 101(27A))  
 Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
 Railroad (as defined in 11 U.S.C. § 101(44))  
 Stockbroker (as defined in 11 U.S.C. § 101(53A))  
 Commodity Broker (as defined in 11 U.S.C. § 101(6))  
 Clearing Bank (as defined in 11 U.S.C. § 781(3))  
 None of the above

## B. Check all that apply

Tax-exempt entity (as described in 26 U.S.C. §501)  
 Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)  
 Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

## C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.**7999****8. Under which chapter of the Bankruptcy Code is the debtor filing?**

## Check one:

Chapter 7  
 Chapter 9  
 Chapter 11. Check all that apply:

The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  
 The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  
 A plan is being filed with this petition.  
 Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).  
 The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.  
 The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?** No. Yes.

If more than 2 cases, attach a separate list.

|                |            |                   |
|----------------|------------|-------------------|
| District _____ | When _____ | Case number _____ |
| District _____ | When _____ | Case number _____ |

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?** No Yes.

List all cases. If more than 1, attach a separate list

|          |   |                           |                             |
|----------|---|---------------------------|-----------------------------|
| District | <b>Debtor</b> <u>Galileo Learning Financing LLC</u> | <b>Relationship</b> _____ | <b>Affiliate</b> _____      |
| District | <u>N.D. Cal</u>                                     | When <u>5/06/20</u>       | Case number, if known _____ |

**11. Why is the case filed in this district?** *Check all that apply:*

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention? (Check all that apply.)**

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other \_\_\_\_\_

**Where is the property?**

Number, Street, City, State & ZIP Code \_\_\_\_\_

**Is the property insured?**

No

Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information**

**13. Debtor's estimation of available funds**

*Check one:*

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available to unsecured creditors.

**14. Estimated number of creditors**

1-49  
 50-99  
 100-199  
 200-999

1,000-5,000  
 5001-10,000  
 10,001-25,000

25,001-50,000  
 50,001-100,000  
 More than 100,000

**15. Estimated Assets**

\$0 - \$50,000  
 \$50,001 - \$100,000  
 \$100,001 - \$500,000  
 \$500,001 - \$1 million

\$1,000,001 - \$10 million  
 \$10,000,001 - \$50 million  
 \$50,000,001 - \$100 million  
 \$100,000,001 - \$500 million

\$500,000,001 - \$1 billion  
 \$1,000,000,001 - \$10 billion  
 \$10,000,000,001 - \$50 billion  
 More than \$50 billion

**16. Estimated liabilities**

\$0 - \$50,000  
 \$50,001 - \$100,000  
 \$100,001 - \$500,000  
 \$500,001 - \$1 million

\$1,000,001 - \$10 million  
 \$10,000,001 - \$50 million  
 \$50,000,001 - \$100 million  
 \$100,000,001 - \$500 million

\$500,000,001 - \$1 billion  
 \$1,000,000,001 - \$10 billion  
 \$10,000,000,001 - \$50 billion  
 More than \$50 billion

**Request for Relief, Declaration, and Signatures**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature  
of authorized  
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 6, 2020  
MM / DD / YYYY

**X** /s/ Glen Tripp  
Signature of authorized representative of debtor

**Glen Tripp**  
Printed name

Title Chief Executive Officer

**18. Signature of attorney**

**X** /s/ Neal L. Wolf  
Signature of attorney for debtor

Date May 6, 2020  
MM / DD / YYYY

**Neal L. Wolf**  
Printed name

**Hanson Bridgett LLP**  
Firm name

**1676 No. California Blvd.  
Suite 620  
Walnut Creek, CA 94596**  
Number, Street, City, State & ZIP Code

Contact phone (415) 995-5015 Email address nwolf@hansonbridgett.com

**202129 CA**  
Bar number and State

**WRITTEN CONSENT  
OF THE MEMBERS AND MANAGER OF  
GALILEO LEARNING, LLC**

The undersigned, being the Majority of Members (“*Members*”) as defined in the Second Amended and Restated Operating Agreement (the “*Agreement*”) of Galileo Learning, LLC, a California limited liability company (the “*Company*”), and the manager of the Company (the “*Manager*”), acting by written consent without a meeting in accordance with Section 17704.07 of the California Revised Uniform Limited Liability Company Act (the “*Act*”) and Section 7.5 of the Agreement, do hereby consent to the adoption of the following resolutions as of May 5, 2020 (the “*Effective Date*”). Unless otherwise set forth herein, defined terms have the meaning as set forth in the Agreement

**Chapter 11 Reorganization**

WHEREAS, due to the current financial uncertainty caused by COVID-19, the Manager and the Members of the Company believe that it is in the best interest of the Company to file for reorganization under Chapter 11 of the United States Bankruptcy Code (the “*Bankruptcy*”); and

WHEREAS, pursuant to Section 5.5(e) of the Agreement, the Manager has obtained the consent of the Majority of the Members based on their Percentage Interest in the Company as set forth in Exhibit A.

NOW, THEREFORE, BE IT RESOLVED, that the Company shall take such actions as may be necessary or proper to file for Bankruptcy including, but not limited to, the filing of a petition in the appropriate bankruptcy court.

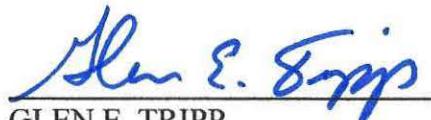
RESOLVED FURTHER, that any actions taken by the Manager on behalf of the Company prior to the date of the foregoing resolutions adopted hereby, that are within the authority conferred hereby, are hereby ratified, confirmed and approved by the Members

RESOLVED FURTHER, that the Manager be, and hereby is, authorized to sign and/or deliver such documents, make such filings and to do such other acts on behalf of this Company as are required in connection with, or are necessary to effectuate, the purpose and intent of this Consent, including giving notice of the adoption of these resolutions to any Member not consenting to the foregoing resolutions.

(Signature page follows)

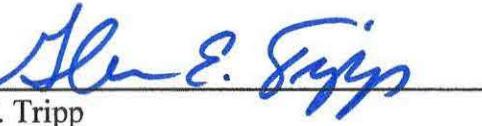
IN WITNESS WHEREOF, the undersigned, being the Manager and the Majority of the Members of the Company has duly executed this Written Consent as of the Effective Date.

MANAGER

  
\_\_\_\_\_  
GLEN E. TRIPP

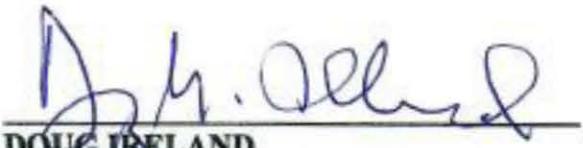
MEMBERS

GLEN E. TRIPP AND LAUREN S. DUTTON, TRUSTEES OF THE GLEN E. TRIPP AND LAUREN S. DUTTON YEAR 2003 REVOCABLE TRUST, UTD 11/20/03

By:   
\_\_\_\_\_  
Glen E. Tripp

By:   
\_\_\_\_\_  
Lauren S. Dutton

[SIGNATURE PAGE TO WRITTEN CONSENT]



DOUG IRELAND

[SIGNATURE PAGE TO WRITTEN CONSENT]

Case: 20-40857 Doc# 1 Filed: 05/06/20 Entered: 05/06/20 14:59:51 Page 7 of 33 16498873.1

**ATLAS, LLC**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

[SIGNATURE PAGE TO WRITTEN CONSENT]

Case: 20-40857 Doc# 1 Filed: 05/06/20 Entered: 05/06/20 14:59:51 Page 8 of 38 89077

THE SCOTT PEARSON AND DIANA  
FARRELL TRUST DATED SEPTEMBER  
25, 2003

By: SP 5/3/20  
Scott Pearson

By: DA 5/3/20  
Diana Farrell

THE DAVID AND BEVERLY STERRY  
LIVING TRUST

By:

David Sterry

By:

Beverly Sterry

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16496873.1

THE PFLAUM 2009 REVOCABLE  
TRUST

By: Courtney Pflaum  
Courtney Pflaum

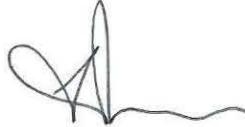
By: Andy R. Pflaum  
Andy Pflaum

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**AMERICAN IRA, LLC FBO KIRA  
WAMPLER IRA**

By:   
Kira Wampler

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**TOM RYPMA**

[SIGNATURE PAGE TO WRITTEN CONSENT]

Case: 20-40857 Doc# 1 Filed: 05/06/20 Entered: 05/06/20 14:59:51 Page 13 of 1  
33



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KRISTIN DALEY

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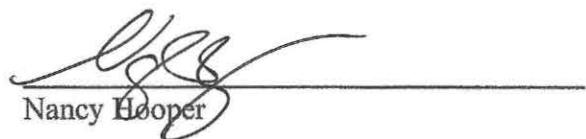
Case: 20-40857 Doc# 1 Filed: 05/06/20 Entered: 05/06/20 14:59:51 Page 14 of 33

**98 ROCKET LLC**

By: Abe Friedman  
Abe Friedman

THE TODD AND NANCY HOOPER  
LIVING TRUST DATED JANUARY 19,  
1998

  
Todd Hooper

  
Nancy Hooper

[SIGNATURE PAGE TO WRITTEN CONSENT]

16496873.1

KEVIN AND SUSAN HALL LIVING  
TRUST

By: Kevin Hall  
Kevin Hall

By: Susan Hall  
Susan Hall

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16496873.1

THE MATTHEW GLICKMAN AND SU  
HWANG TRUST

By: Matthew Glickman  
Matthew Glickman

By: Su Hwang  
Su Hwang

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16496873.1

**SNIPES 2005 TRUST**

By:

Jeff Snipes

A handwritten signature in black ink, appearing to read "Jeff Snipes". The signature is fluid and cursive, with a large, stylized 'J' at the beginning.

THE DAVID AND BEVERLY STERRY  
LIVING TRUST

By:

David Sterry

By:

Beverly Sterry

[SIGNATURE PAGE TO WRITTEN CONSENT]

16496873.1

THE DEREK CHRISTOPHER SCHRIER  
AND CECILY HORSTING CAMERON  
2000 REVOCABLE TRUST

By: \_\_\_\_\_

Derek Schtier

By: \_\_\_\_\_

Cecily Horsting Cameron

[SIGNATURE PAGE TO WRITTEN CONSENT]

STEVEN J. SELL AND MARGARET D.  
WILLIAMS REVOCABLE INTER VIVOS  
TRUST DATED MAY 13, 2005

By:

Steven J. Sell

By:

Margaret D. Williams

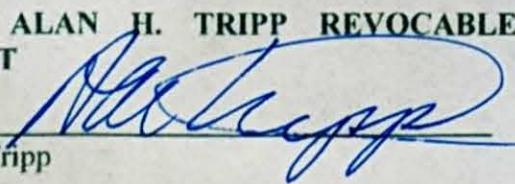
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THE ALAN H. TRIPP REVOCABLE  
TRUST

By:

Alan Tripp



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**EXHIBIT A**  
**PERCENTAGE INTEREST OF MEMBERS**

| <b>Name and Address</b>  | <b>Percentage Interest</b> |
|--|----------------------------|
| Glen E. Tripp and Lauren S. Dutton, Trustees of the Glen E. Tripp and Lauren S. Dutton Year 2003 Revocable Trust, UTD 11/20/03 | 88.127%                    |
| Doug Ireland   | 0.979%                     |
| Atlas, LLC<br><br>1300 Evans Ave, No. 880154<br>San Francisco, CA 94188  | 0.734%                     |
| The Scott Pearson and Diana Farrell Trust Dated September 25, 2003<br><br>3038 Macomb Street, NW<br>Washington, DC 20008       | 1.224%                     |
| The David and Beverly Sterry Living Trust  | 2.448%                     |
| The Pflaum 2009 Revocable Trust  | 0.49%                      |
| American IRA, LLC FBO Kira Wampler IRA<br><br>108 Scenic Drive<br>Orinda, CA 94563   | 0.245%                     |
| Tom Rypma  | 0.49%                      |
| Kristin Daley  | 0.49%                      |
| 98 Rocket LLC  | 0.49%                      |
| The Todd and Nancy Hooper Living Trust Dated January 19, 1998<br><br>27 Corte Toluca<br>Greenbrae, CA 94904                    | 0.979%                     |
| Kevin and Susan Hall Living Trust<br><br>411 Concord Avenue  | 0.367%                     |

**EXHIBIT A**

|  |             |
|--|-------------|
| Boulder, CO 80304  |             |
| The Matthew Glickman and Su Hwang Trust<br>159 Melville Avenue<br>Palo Alto, CA 94301  | 0.49%       |
| Snipes 2005 Trust<br>16 Turnagain Road<br>Kentfield, CA 94904  | 0.49%       |
| Dave and Lisa Whorton Trust<br>P.O. Box 2638, Ketchum, ID 83340  | 0.49%       |
| Derek Christopher Schrier<br>and Cecily Horsting<br>Cameron 2000 Revocable<br>Trust<br><br>230 Sea Cliff Avenue<br>San Francisco, CA 94121       | 0.49%       |
| Steven J. Sell and Margaret<br>D. Williams Revocable<br>Inter Vivos Trust Dated<br>May 13, 2005<br><br>210 Stanford Ave<br>Mill Valley, CA 94941 | 0.49%       |
| The Alan H. Tripp<br>Revocable Trust<br>338 Main Street<br>Unit 29E<br>San Francisco, CA 94105   | 0.49%       |
| <b>Totals</b>  | <b>100%</b> |

EXHIBIT A

Fill in this information to identify the case:

Debtor name Galileo Learning LLC  
United States Bankruptcy Court for the: Northern District of California  
(State)  
Case number (If known): \_\_\_\_\_

Check if this is an amended filing

Official Form 204

**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

| Number | Name of creditor and complete mailing address, including zip code  | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim         |   |                 |
|--------|--|---|---|--|-----------------------------------|---|-----------------|
|        |  |   |   |  | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 1      | California Bank of Commerce<br>2999 Oak Road, Suite 910<br>Walnut Creek, CA 94597  | Tony Mesones<br>(510) 457-3735<br>tmesones@bankcbc.com        | Government loan   |  |                                   |   | \$2,541,405.43  |
| 2      | Scott Pearson and Diana Farrell Trust<br>c/o Adam Gensler<br>Frank, Rimerman + Co. LLP<br>One Embarcadero Center,<br>24th Floor<br>San Francisco, CA 94111 | Adam Gensler<br>(415) 439-1179<br>AGensler@frankrimerman.com  | Investor loan   |  |                                   |   | \$329,509.13    |
| 3      | Google LLC<br>Dept 33654, P.O. Box 39000<br>San Francisco, CA 94139  | (866) 246-6453  | Trade debt  |  |                                   |   | \$200,503.02    |
| 4      | The Todd and Nancy Hooper Living Trust<br>27 Corte Toluca<br>Greenbrae, CA 94904   | Todd Hooper<br>(415) 517-5075<br>hoop2261@comcast.net         | Investor loan   |  |                                   |   | \$197,705.48    |
| 5      | Atlas, LLC<br>1300 Evans Ave., No. 880154<br>San Francisco, CA 94188   | Stella Chen<br>(415) 364-3760<br>stella@picesinc.com          | Investor loan   |  |                                   |   | \$197,664.38    |
| 6      | The Promotions Dept.<br>24238 Hawthorne Blvd.<br>Torrance, CA 90505  | Roy Cruse<br>(310) 791-7006<br>royc@thepromotionsdept.com     | Trade debt  |  |                                   |   | \$166,630.05    |
| 7      | The Matthew Glickman and Su Hwang Trust<br>159 Melville Ave.<br>Palo Alto, CA 94301  | Matthew Glickman<br>(415) 609-0353<br>matt@glickman.com       | Investor loan   |  |                                   |   | \$131,353.88    |
| 8      | Chu-Liao Trust<br>c/o Carol Liao<br>5948 Lantana Way<br>San Ramon, CA 94582  | Carol Liao<br>(415) 225-7951<br>liaoster@gmail.com            | Investor loan   |  |                                   |   | \$117,276.15    |

| Name of creditor and complete mailing address, including zip code  | Name, telephone number, and email address of creditor contact   | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim         |   |                 |
|--|---|---|--|-----------------------------------|---|-----------------|
|  |   |   |  | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 9 Kevin and Susan Hall Living Trust<br>411 Concord Avenue<br>Boulder, CO 80304   | Kevin Hall<br>(310) 270-6245<br>khall@chartergrowthfund.org   | Investor loan   |  |                                   |   | \$98,679.79     |
| 10 American IRA, LLC FBO Kira Wampler IRA<br>108 Scenic Dr.<br>Orinda, CA 94563  | Katie Skurski<br>(865) 888-6737<br>kskurski@gulfstreamcapital.net   | Investor loan   |  |                                   |   | \$65,800.23     |
| 11 Berkshire Hathaway Homestate Companies<br>P.O. Box 844501<br>Los Angeles, CA 90084-4501                             | (888) 495-8949<br><a href="https://www.bhcc.com/">https://www.bhcc.com/</a>   | Trade debt  |  |                                   |   | \$64,685.77     |
| 12 San Jose Unified School District<br>885 Lenzen Avenue<br>San Jose, CA 95126   | Jodi Lax<br>(408) 535-6000<br>jlax@sjusd.org  | Trade debt  |  |                                   |   | \$45,497.00     |
| 13 Staples<br>P.O. Box 660409<br>Dallas, TX 75266-0409   | Crina Nicolescu<br>(877) 826-7755<br>Crina.Nicolescu@staples.com  | Trade debt  |  |                                   |   | \$23,926.35     |
| 14 Pamela Briskman<br>15 Humphrey Place<br>Oakland, CA 94610   | Pamela Briskman<br>(650) 520-0228<br>pamela@galileo-learning.com  | Employee wages  |  |                                   |   | \$22,394.24     |
| 15 Diana Lee<br>15 Monte Ave.<br>Piedmont, CA 94611  | Diana Lee<br>(415) 309-3187<br>diana@galileo-learning.com   | Employee wages  |  |                                   |   | \$21,034.19     |
| 16 Nerissa Sardi<br>7701 Sandia Loop<br>Austin, TX 78735   | Nerissa Sardi<br>(408) 656-3567<br>nerissa@galileo-learning.com   | Employee wages  |  |                                   |   | \$19,654.49     |
| 17 Tajalli Horvat<br>116 W. Appletree Lane<br>Arlington Heights, IL 60004  | Tajalli Horvat<br>(510) 858-7721<br>tajalli@galileo-learning.com  | Employee wages  |  |                                   |   | \$18,544.75     |
| 18 Carol Liao<br>5948 Lantana Way<br>San Ramon, CA 94582   | Carol Liao<br>(415) 225-7951<br>liaoster@gmail.com  | Employee wages  |  |                                   |   | \$17,593.84     |
| 19 Indeed<br>Mail Code 5160, P.O. Box 660367<br>Dallas, TX 75266-0367  | Client Success Team<br>1-800-475-4361<br>billing@indeed.com   | Trade debt  |  |                                   |   | \$16,615.57     |
| 20 Internal Revenue Service<br>Centralized Insolvency Operation<br>Post Office Box 7346<br>Philadelphia, PA 19101-7346 | IRS Centralized Insolvency Operations Unit<br>800-973-0424<br><a href="https://www.irs.gov/help/contact-your-local-irs-office">https://www.irs.gov/help/contact-your-local-irs-office</a> | Payroll taxes   |  |                                   |   | \$15,929.02     |

Debtor Galileo Learning LLC  
Name

Case number (if known) \_\_\_\_\_

| Name of creditor and complete mailing address, including zip code                                       | Name, telephone number, and email address of creditor contact                               | Nature of the claim (for example, trade debts, bank loans, professional . | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim         |   |                 |
|---|---|---|--|-----------------------------------|---|-----------------|
|   |   |   |  | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 21 Sarah McDonald<br>4451 Dawson Ave.<br>San Diego, CA 92115  | Sarah McDonald<br>(415) 652-4477<br>sarah@galileo-learning.com                              | Employee wages  |  |                                   |   | \$13,348.80     |
| 22 Jacqueline Diy<br>636 9th Avenue<br>San Francisco, CA 94118  | Jacqueline Diy<br>(310) 529-2613<br>jamie@galileo-learning.com                              | Employee wages  |  |                                   |   | \$12,301.65     |
| 23 Mimeo.com, Inc.<br>P.O. Box 654018<br>Dallas, TX 75265   | Paul Arnold<br>800-GoMimeo<br>parnold@mimeo.com<br>AR@mimeo.com                             | Trade debt  |  |                                   |   | \$12,027.65     |
| 24 Shauna Clements<br>1415 Willow Street, #B<br>Alameda, CA 94501                                       | Shauna Clements<br>(415) 404-1213<br>shauna@galileo-learning.com                            | Employee wages  |  |                                   |   | \$11,523.60     |
| 25 American Express<br>P.O. Box 0001<br>Los Angeles, CA 90096   | Customer Care<br>1-800-653-1693<br>americanexpress.com/business                             | Trade debt  |  |                                   |   | \$11,313.34     |
| 26 Nasco<br>901 Janesville Ave.<br>Fort Atkinson, WI 53538  | Christie, Collection Rep<br>(800)-558-9595 opt: 1 opt: 3<br>ext: 2<br>archristie@enasco.com | Trade debt  |  |                                   |   | \$11,247.65     |
| 27 Brant Bishop<br>415 Lagunitas Avenue, Apt. 404<br>Oakland, CA 94610                                  | Brant Bishop<br>(650) 862-2090<br>bbishop@galileo-learning.com                              | Employee wages  |  |                                   |   | \$11,211.76     |
| 28 Emily Kuhlmann<br>2509 Encinal Ave.<br>Alameda, CA 94501   | Emily Kuhlmann<br>(805) 453-0419<br>emily@galileo-learning.com                              | Employee wages  |  |                                   |   | \$11,181.40     |
| 29 Franchise Tax Board – California<br>Bankruptcy BE MS A345<br>PO Box 2952<br>Sacramento CA 95812-2952 | Bankruptcy, Business Entities Tax<br>(916) 845-4750<br>www.ftb.ca.gov                       | Payroll taxes   |  |                                   |   | \$10,960.73     |
| 30 Nanette Kearney<br>c/o Aiman-Smith & Marcy P.C.<br>7677 Oakport St. # 1150<br>Oakland, CA 94621      | Randall B. Aiman-Smith<br>(510) 817-2711<br>ras@asmlawyers.com                              | Litigation  | Contingent, unliquidated, and disputed                     |                                   |   | Unknown         |

Fill in this information to identify the case:

Debtor name Galileo Learning LLC

United States Bankruptcy Court for the: NORTHERN DISTRICT OF CALIFORNIA

Case number (if known) \_\_\_\_\_

Check if this is an amended filing

Official Form 202

## Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

### Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration* \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 6, 2020

X /s/ Glen Tripp

Signature of individual signing on behalf of debtor

Glen Tripp

Printed name

Chief Executive Officer

Position or relationship to debtor

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

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Best Case Bankruptcy

**United States Bankruptcy Court**  
**Northern District of California**

In re **Galileo Learning LLC**

Debtor(s)

Case No.  
Chapter

**11**

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

| Name and last known address or place of business of holder  | Security Class | Number of Securities | Kind of Interest     |
|---|----------------|----------------------|----------------------|
| <b>American IRA, LLC</b><br><b>FBO, Kira Wampler IRA</b><br><b>108 Scenic Drive</b><br><b>Orinda, CA 94563</b>  | <b>A</b>       | <b>50,000</b>        | <b>Capital Units</b> |
| <b>AMF 2015 Trust FBO JMF</b><br><b>38 Monte Ave</b><br><b>Piedmont, CA 94611</b>   | <b>A</b>       | <b>100,000</b>       | <b>Capital Units</b> |
| <b>Atlas LLC</b><br><b>1300 Evans Avenue, No. 880154</b><br><b>San Francisco, CA 94188-5547</b>   | <b>A</b>       | <b>150,000</b>       | <b>Capital Units</b> |
| <b>Dave and Lisa Whorton Trust</b><br><b>P.O. Box 2638</b><br><b>Ketchum, ID 83340</b>  | <b>A</b>       | <b>100,000</b>       | <b>Capital Units</b> |
| <b>Derek Christopher Schrier and Cecily Horsting Cameron 2000 Revocable Trust</b><br><b>230 Sea Cliff Avenue</b><br><b>San Francisco, CA 94121</b>  | <b>A</b>       | <b>100,000</b>       | <b>Capital Units</b> |
| <b>Doug Ireland</b><br><b>17 Sierra Avenue</b><br><b>Oakland, CA 94611</b>  | <b>A</b>       | <b>200,000</b>       | <b>Capital Units</b> |
| <b>Glen E. Tripp and Lauren S. Dutton</b><br><b>Trustees of the Glen E. Tripp and Lauren S. Dutton Year 2003 Revocable Trust, UTD</b><br><b>8 Langdon Court</b><br><b>Oakland, CA 94611</b> | <b>C</b>       | <b>18,000,000</b>    | <b>Capital Units</b> |
| <b>Kevin and Susan Hall Living Trust</b><br><b>411 Concord Avenue</b><br><b>Boulder, CO 80304</b>   | <b>A</b>       | <b>75,000</b>        | <b>Capital Units</b> |
| <b>Kristin Daley</b><br><b>2440 Polk St.</b><br><b>San Francisco, CA 94109</b>  | <b>A</b>       | <b>100,000</b>       | <b>Capital Units</b> |
| <b>Snipes 2005 Trust</b><br><b>16 Turnagain Road</b><br><b>Greenbrae, CA 94904</b>  | <b>A</b>       | <b>100,000</b>       | <b>Capital Units</b> |

**LIST OF EQUITY SECURITY HOLDERS**  
(Continuation Sheet)

| Name and last known address or place of business of holder  | Security Class | Number of Securities | Kind of Interest     |
|---|----------------|----------------------|----------------------|
| <b>Steven J. Sell and Margaret D. Williams Revocable Inter Vivos Trust Dated May 13, 2005<br/>210 Stanford Avenue<br/>Mill Valley, CA 94941</b> | <b>A</b>       | <b>100,000</b>       | <b>Capital Units</b> |
| <b>The Alan H. Tripp Revocable Trust<br/>77 Van Ness Ave, Unit 703<br/>San Francisco, CA 94102</b>  | <b>A</b>       | <b>100,000</b>       | <b>Capital Units</b> |
| <b>The David and Beverly Sterry Living Trust<br/>15 Carolyn Lane<br/>Mill Valley, CA 94941</b>  | <b>A</b>       | <b>500,000</b>       | <b>Capital Units</b> |
| <b>The Matthew Glickman and Su Hwang Trust<br/>159 Melville Avenue<br/>Palo Alto, CA 94301</b>  | <b>A</b>       | <b>100,000</b>       | <b>Capital Units</b> |
| <b>The Pflaum 2009 Revocable Trust<br/>520 La Mesa Drive<br/>Portola Valley, CA 94028</b>   | <b>A</b>       | <b>100,000</b>       | <b>Capital Units</b> |
| <b>The Scott Pearson and Diana Farrell Trust Dated September 25, 2003<br/>3038 Macomb St., NW<br/>Washington, DC 20008</b>                      | <b>A</b>       | <b>250,000</b>       | <b>Capital Units</b> |
| <b>The Todd and Nancy Hooper Living Trust<br/>Dated January 19, 1998<br/>27 Corte Toluca<br/>Greenbrae, CA 94904</b>                            | <b>A</b>       | <b>200,000</b>       | <b>Capital Units</b> |
| <b>Tom Rypma<br/>357 Hickory Lane<br/>San Rafael, CA 94903</b>  | <b>A</b>       | <b>100,000</b>       | <b>Capital Units</b> |

**LIST OF EQUITY SECURITY HOLDERS**  
(Continuation Sheet)**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the **Chief Executive Officer** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date May 6, 2020Signature /s/ Glen Tripp  
Glen Tripp

*Penalty for making a false statement of concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court  
Northern District of California

In re Galileo Learning LLC

Debtor(s)

Case No.  
Chapter

11

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Galileo Learning LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

■ None [Check if applicable]

May 6, 2020

Date

/s/ Neal L. Wolf

**Neal L. Wolf**

Signature of Attorney or Litigant  
Counsel for Galileo Learning LLC

**Hanson Bridgett LLP**

**1676 No. California Blvd.  
Suite 620  
Walnut Creek, CA 94596  
(415) 995-5015 Fax:(415) 995-3411  
nwolf@hansonbridgett.com**